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中國國際航空股份有限公司  
AIR CHINA LIMITED

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 00753)

**POLL RESULTS OF 2016 ANNUAL GENERAL MEETING  
AND  
CHANGE OF DIRECTORS**

The board of directors (the “**Board**”) of Air China Limited (the “**Company**”) is pleased to announce the results of the resolutions passed at the annual general meeting of the Company for the year ended 31 December 2016 held on 25 May 2017 (the “**AGM**”).

Reference is made to: (i) the circular of the Company dated 7 April 2017 (the “**Circular**”); (ii) the notice of the AGM dated 7 April 2017; and (iii) the supplemental notice of the AGM dated 10 May 2017, containing details of the resolutions tabled at the AGM. Unless otherwise indicated, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the proposed resolutions set out in the revised form of proxy for the AGM were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM held on Thursday, 25 May 2017 at The Conference Room One, 29/F, Air China Building, 36 Xiaoyun Road, Chaoyang District, Beijing, the PRC.

**RESULTS OF THE AGM**

As at the date of the AGM, the number of total issued shares of the Company was 14,524,815,185, which was also the total number of shares entitling the holders to attend and vote on the resolutions at the AGM. There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. There were no shares the holder of which is required under the Listing Rules to abstain from voting on the resolutions at the AGM. No parties have stated their intention in the Circular to vote against the resolutions or to abstain from voting at the AGM.

<b>ORDINARY RESOLUTIONS</b>		<b>Votes of Shareholders</b>	
		<b>For</b>	<b>Against</b>
1.	To consider and approve the 2016 work report of the Board.	11,027,995,882 (99.9863%)	1,262,000 (0.0114%)
2.	To consider and approve the 2016 work report of the supervisory committee of the Company.	11,027,995,882 (99.9863%)	1,262,000 (0.0114%)
3.	To consider and approve the audited consolidated financial statements of the Company for the year 2016 prepared under the PRC Accounting Standards and the International Financial Reporting Standards.	11,027,995,882 (99.9863%)	1,262,000 (0.0114%)
4.	To consider and approve the profit distribution proposal for the year 2016 as recommended by the Board.	11,029,485,882 (99.9999%)	14,000 (0.0001%)
As more than 50% of the votes were cast in favour of the above resolutions, the resolutions were duly passed as ordinary resolutions.			
<b>SPECIAL RESOLUTIONS</b>		<b>Votes of Shareholders</b>	
		<b>For</b>	<b>Against</b>
5.	To authorise the Board of the Company to exercise the powers to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and option which might require the exercise of such powers in connection with not exceeding 20% of each of the existing A Shares and H Shares (as the case may be) in issue at the date of passing this resolution, and to authorise the Board to increase the registered capital and amend the articles of association of the Company to reflect such increase in the registered capital of the Company under the general mandate.	10,549,459,348 (95.6476%)	480,042,534 (4.3524%)
6.	To consider and approve the resolution in relation to the grant of a general mandate to the Board to issue debt financing instruments.	10,671,382,232 (96.7531%)	352,105,590 (3.1924%)
As more than two-thirds of the votes were cast in favour of the above resolutions, the resolutions were duly passed as special resolutions.			

<b>ORDINARY RESOLUTION</b>		<b>Votes of Shareholders</b>	
		<b>For</b>	<b>Against</b>
7.	To consider and approve the appointment of Deloitte Touche Tohmatsu as the Company's international auditor and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's domestic auditor and internal control auditor respectively for the year ending 31 December 2017 and to authorize the audit and risk management committee of the Board to determine their remunerations for the year 2017.	11,029,205,062 (99.9973%)	0 (0.0000%)
As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution.			
<b>ORDINARY RESOLUTIONS</b>		<b>Votes of Shareholders</b>	
		<b>For</b>	<b>Against</b>
8.	To consider and elect Mr. Wang Xiaokang and Mr. Liu Deheng as independent non-executive directors of the Company, and authorize the nomination and remuneration committee of the Board to determine their remunerations:		
	8.1 to elect Mr. Wang Xiaokang as an independent non-executive director of the Company	11,011,290,062 (99.8349%)	17,785,000 (0.1612%)
	8.2 to elect Mr. Liu Deheng as an independent non-executive director of the Company	11,011,290,062 (99.8349%)	17,785,000 (0.1612%)
As more than 50% of the votes were cast in favour of the above resolutions, the resolutions were duly passed as ordinary resolutions.			

Zhongxinghua Certified Public Accountants LLP was the scrutineer for the vote-taking at the AGM.

The Shareholders approved the profit distribution proposal and declaration of a final dividend of RMB1.0771 (including tax) per ten shares (equivalent to HK\$1.2204 per ten shares) for the year ended 31 December 2016. The amount of Hong Kong dollars payable shall be calculated on the basis of the average of the middle rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the calendar week prior to the declaration of the final dividend for the year ended 31 December 2016 at the AGM (RMB0.882606 equivalent to HK\$1.00). The Company will make further announcement on details of the payment of such dividends as and when appropriate.

## CHANGE OF DIRECTORS

The Board hereby announces that Mr. Wang Xiaokang (“**Mr. Wang**”) and Mr. Liu Deheng (“**Mr. Liu**”) have been appointed as independent non-executive directors of the Company, with the term of service commencing upon the conclusion of the AGM and shall end on the expiry of the term of the current session of the Board. Please refer to the announcement of the Company dated 8 May 2017 for the biographical details of Mr. Wang and Mr. Liu.

Reference is made to the announcement of the Company dated 8 May 2017 in relation to the resignation of Mr. Pan Xiaojiang (“**Mr. Pan**”) and Mr. Simon To Chi Keung (“**Mr. To**”) as independent non-executive directors of the Company. The Board further announces that with effect from the conclusion of the AGM, Mr. Pan has ceased to act as an independent non-executive director of the Company, the chairman of the audit and risk control committee of the Board and a member of the nomination and remuneration committee of the Board (the “**Nomination and Remuneration Committee**”), and Mr. To has ceased to act as an independent non-executive director of the Company and a member of the Nomination and Remuneration Committee. Mr. Pan and Mr. To have confirmed that they have no disagreement with the Board and the Company and there are no matters relating to their resignation that need to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to Mr. Pan and Mr. To for their significant contributions to the Company during their tenure.

Following the resignation of Mr. Pan and Mr. To, the Company will fail to meet (i) the composition requirement of the audit committee under Rule 3.21 of the Listing Rules; (ii) the composition requirement of the remuneration committee under Rule 3.25 of the Listing Rules; and (iii) the composition requirement of the nomination committee under Code Provision A.5.1 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules (the “**Corporate Governance Code**”).

The Company will seek suitable candidates to fill the vacancies and expects replacements to be appointed within three months from 25 May 2017 pursuant to Rules 3.23 and 3.27 of the Listing Rules. The Company will make further announcement as and when appropriate.

By order of the Board  
**Rao Xinyu      Tam Shuit Mui**  
**Air China Limited**  
*Joint Company Secretaries*

Beijing, the PRC, 25 May 2017

*As at the date of this announcement, the directors of the Company are Mr. Cai Jianjiang, Mr. Song Zhiyong, Mr. Cao Jianxiong, Mr. Feng Gang, Mr. John Robert Slosar, Mr. Ian Sai Cheung Shiu, Mr. Stanley Hui Hon-chung\*, Mr. Li Dajin\*, Mr. Wang Xiaokang\* and Mr. Liu Deheng\*.*

\* *Independent non-executive director of the Company*